



Reliance Mediaworks Financial Services Private Limited

Floor -6, Plot-90,8, Manek Mahal,
Veer Nariman Road, Churchgate,
Mumbai 400 020- Maharashtra.
CIN : U74999MH2017PTC292285

Tel : +91 022 4158 4000
Fax : +91 022 2490 5125
Email : rmwlinvestor@gmail.com
www.reliancemediaworks.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 6th Annual General Meeting (AGM) of the Members of **Reliance Mediaworks Financial Services Private Limited** will be held on Friday, 30th September, 2022 at 05.30p.m. (IST) at the Registered Office of the Company, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company consisting of Balance Sheet as at March 31, 2022, the statement of profit and loss, Cash flow statement for the year ended on that date and the explanatory notes annexed to, and forming part of, any of the said documents together with the reports of Board of Directors and Auditors thereon;

2. To appoint Mrs. Mangala Sachin Savla (DIN:08261024), as Director of the Company:

To consider and appoint Mrs. Mangala Sachin Savla (DIN:08261024) as Director of the Company who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. To exempt Statutory Auditor from attending General Meetings:

To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to provision of Section 146 of Companies Act, 2013 and other applicable provisions, if any, consent of members of the Company be and is hereby accorded on basis of the recommendation received from the Board of Directors of the Company to grant exemption to M/s. Bakliwal & Co., Chartered Accountants (FRN: 130381W) Statutory Auditor to attend General Meetings of the Company."

4. To approve the appointment of Mr. Santosh Arjun Kadam (DIN: 09481876) as a Non-Executive Director:

To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedules V and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any amendments or modifications thereto

from time to time) and upon approval of the Board of Directors of the Company, Mr. Santosh Arjun Kadam (DIN: 09481876), who was appointed as an Additional Director of the Company in the category of Non-Executive Director, by the Board of Directors with effect from February 09, 2022 and who holds office up to the conclusion of this Annual General Meeting of the Company in terms of section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose his candidature for the office of Director be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, desirable or expedient to give effect to the above resolution and matters connected therewith or incidental thereto."

5. To approve the appointment of Mr. Govindan Kaundar (DIN: 09481171) as Whole Time Director (WTD) of the Company:

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution

"RESOLVED THAT pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, including rules made thereunder and any amendments thereto or statutory modifications or re-enactment thereof for the time being in force ("the Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any amendments or modifications thereto from time to time), approval of the members of the Company be and is hereby accorded for the appointment of Mr. Govindan Ramaswami Kaundar (DIN: 09481171) as the Wholetime Director (WTD) of the Company with effect from 13th May, 2022 for a period of 5 years on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of to alter and vary the terms and conditions of the said appointment as it may deem fit within the scope of Companies Act, 2013 or any amendments thereto or any re-enactments thereof and as may be agreed to between the Board of Directors and Mr. Govindan Ramaswami Kaundar.

RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any year, payment of remuneration, perquisites and allowances, if any, shall be as per the limits set out in Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorised to complete all the formalities, file necessary forms and to do all such acts, deeds and things as may be necessary in this regard."

6. To consider any other business to be legally transacted at the Annual General Meeting.

By order of the Board of Directors

For Reliance MediaWorks Financial Services Private Limited

Sd/-

Govindan Kaundar

Whole Time Director

DIN: 09481171

Registered Office:

Floor-6, Plot-90,8, Manek Mahal , Veer Nariman Road

Churchgate, Mumbai – 400020

Website: www.reliancemediaworks.com

Place: Mumbai

Date: 29.09.2022



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Pursuant to the provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules made thereunder, a person can act as proxy on behalf of the members not exceeding 50 (fifty) in number and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Proxies submitted on behalf of the companies, must be supported by an appropriate resolution/authority, as applicable. A member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
4. The relevant statement to be annexed to the Notice pursuant to Section 102 of the Act, which sets out details relating concerning the special business under item nos. 3 to 5 is annexed hereto and forms part of the Notice.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
6. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. The body corporate/institutional investors, who are members of the Company, are encouraged to attend the meeting and vote and are also requested to send scanned copy (PDF/JPG format) of its board or governing body resolution/ authorisation, authorising its representatives to attend the AGM on their behalf and vote. The said resolution/authorisation shall be emailed, through its registered email address to the Company at rmwlinvestor@gmail.com.
8. Members / Proxies / Authorised Representatives are requested to bring the attendance slips duly filled in for attending the AGM. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the AGM.
9. During the period beginning 24 hours before the time fixed for the commencement of AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company
10. In compliance with the circular issued by the Ministry of Corporate Affairs ("MCA") and the Securities Exchange Board of India ("SEBI"), Annual Report for the financial year 2021-22 is being sent by the Company in electronic mode to those members / debenture holders whose email addresses are registered with Depository Participants ("DPs")/Depositories, the Company or Registrar and Transfer Agents ("RTA"), viz., KFin Technologies Limited. Members / debenture holders, who wish to change their email addresses are requested to promptly intimate the same to their respective DPs or to the Company/its RTA, as the case may be.
11. Notice convening the AGM along with the Annual Report for the financial year 2021-22 will also be available on the Company's website viz., www.reliancemediaworks.com and on the website of the stock exchanges i.e., BSE Limited (the "BSE") at www.bseindia.com.
12. The Company has paid annual listing fees to BSE for the financial year 2022-23.
13. Any document in connection with any of the items to be transacted in the Notice are open for inspection at the registered office of the Company on any working day upto the date of the AGM and at the venue of the AGM. The members seeking such inspection may write to the Company at rmwlinvestor@gmail.com. The same shall be replied by the Company suitably.
14. The relevant details as required under Clause 1.2.5 of secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in respect of the persons seeking appointment/re-appointment as director is given in annexure forming part of this Notice.
15. The route map showing directions to reach the venue of the AGM forms part of this Notice.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

An Auditor is required to be sent notices of all general meetings and that the auditor or his authorized representative should, unless otherwise exempted by the Company, is required to attend all the general meetings and shall have the right to be heard on any part of the business concerning him as the auditor.

Considering the said provision, the directors of the Company hereby recommend the said Ordinary Resolution for approval of Shareholders to grant exemption to M/s. Bakliwal & Co., Chartered Accountants (FRN: 130381W), Chartered Accountants, Statutory Auditors from attending General Meetings of the Company.

None of the Directors, promoters, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO. 4

Based on the approval of Board of Directors, appointment of Mr. Santosh Kadam (DIN: 09481876) as an additional (non- executive) director of the Company on February 09, 2022 under Section 161(1) of the Act read with Articles of Association is up to the date of the ensuing AGM of the Company.

The Company pursuant to Section 160(1) of the Act has received a notice in writing from a member proposing the candidature of Mr. Santosh Kadam for the office of a (non – executive) director of the Company.

Mr. Santosh Kadam is a graduate in Commerce and has an experience of 10 years in the field of accounts and finance.

Details of Mr. Santosh Kadam, as required under the secretarial standard on general meetings issued by the Institute of Company Secretaries of India, has been provided in the annexure to this Notice.

Mr. Santosh Kadam has accorded his consent to act as a director of the Company and has further confirmed that he is not disqualified from being appointed as a director in terms of Section 164 of the Act. During his tenure as non-executive director, Mr. Santosh Kadam is liable to retire by rotation.

The Board is of the view that the Company would immensely benefit from his appointment and accordingly, recommends passing of the ordinary resolution set out at item no. 4 of said Notice.

Except Mr. Santosh Kadam, none of the directors, promoters, key managerial personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the ordinary resolution set out at item no. 4 of the Notice.

ITEM NO. 5

Mr. Govindan Kaundar was appointed as Whole Time Director of the Company with effect from 13th May, 2022 which is subject to shareholders approval in the next General Meeting. Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration to be paid, if any, to Mr. Govindan Kaundar, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Schedule V to the Companies Act, 2013 or any other applicable limits, as provided from time to time in this regard.

Mr. Govindan Kaundar is eligible for appointment as Whole Time Director under the provisions of Companies Act, 2013 and rules made thereunder. In terms of Section 152 and has given his consent to act as the Whole Time Director of the Company.

Mr. Govindan Kaundar has satisfied all the conditions as set out in Section 196(3) of the Companies Act, 2013 and Schedule V thereof and hence, is eligible for appointment.

As required under the provisions of the Companies Act, 2013, the terms and conditions of the appointment entered with Mr. Govindan Kaundar are as under:

Disclosure as required under Schedule V of the Companies Act, 2013

I. General Information:

1. Nature of Industry: Consultancy services
2. Date or expected date of commencement of Commercial Production: 10 March, 2017
3. Financial Performance based on given indicators:

The Financial Performance of the Company for the year ended 31st March, 2022 is as follows:

PARTICULARS	AMOUNT (Rs. In Hundred)
Total Income	47,03,818.94
Net Profit/ (Loss) before Tax	10,00,967.81
Tax Expense	NIL
Net Profit after Tax	10,00,967.81

4. Foreign Investments & Collaborations: There is no new foreign investment and foreign collaboration in the Company.

II. Information about Mr. Govindan Kaundar

1. Background details: Mr. Govindan Kaundar was appointed as a Whole Time Director of the Company with effect from 13th May, 2022. He holds a bachelor's degree in commerce from University of Mumbai. He has over 12 years of experience in the field of accounts, finance and taxation.
2. Past Remuneration: NA
3. Recognition & Awards: NA
4. Job profile & his suitability: Mr. Govindan Kaundar has the requisite professional qualification and experience in the field of managing finance, accounts and taxation and has overall experience in business operations, thus he is best suited for this position
5. Remuneration proposed: There shall be no remuneration paid.

6. Comparative remuneration profile with respect to industry, size of Company, profile of the position & person: Not Applicable
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any : None

III. Other Information:

1. Reasons for loss or inadequate profit:
The Company has made loss during last three financial years. The reason for loss shall be attributed to the COVID-19 pandemic and other economic factors.
2. Steps taken or proposed to be taken for improvement:
The Company has taken necessary steps to reduce costs and increase the profitability and it is expected that the performance of the Company will accordingly improve as compared to the current situation.
3. Expected increase in productivity and profits in measurable terms: The Company expects increase in overall productivity subject to execution of necessary steps and market conditions.

IV. Details seeking appointment in pursuance of the provisions of the Companies Act, 2013 read with Secretarial Standard-2

1. Age : 34 years
2. Qualifications: B.Com
3. Experience: 12 years
4. Terms and conditions of appointment: As detailed out in the accompanying notice
5. Details of remuneration to be paid: Nil
6. Remuneration last drawn as Whole Time Director: Nil
7. Date of appointment : 13th May, 2022
8. No. of equity shares held: NIL
9. Relationship with Directors, Managers & KMP: NONE
10. Number of Board meetings attended during FY-2021-22 : NA
11. Other Directorships, Memberships/Chairmanship of the Committees of Other Boards: Mr. Govindan Kaundar serves Director on the Board of Reliance Unicorn Enterprises Private Limited; Reliance Alpha Services Private Limited; Reliance Entertainment Networks Private Limited; Reliance Net Limited; Reliance Business Broadcast Newsholdings Private Limited; Reliance Venture Asset Management Private Limited & Reliance Mediaworks Theatres Limited

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of the members is being sought by way of an Special Resolution as set out in the notice.

Except Mr. Govindan Kaundar and his relatives, none of the directors, promoters, KMPs, and their relatives is considered to be concerned or interested, financially or otherwise, in the resolution.

**By order of the Board of Directors
For Reliance MediaWorks Financial Services Private Limited**

Sd/- 
Govindan Kaundar
Whole Time Director
DIN: 09481171



Registered Office:
Floor-6, Plot-90, 8, Manek Mahal , Veer Nariman Road
Churchgate, Mumbai – 400020
Website: www.reliancemediaworks.com
CIN: U74999MH2017PTC292285
Email: rmwlinvestor@gmail.com
Website: www.reliancemediaworks.com

ANNEXURE

Additional information of directors seeking appointment/re-appointment at the 6th annual general meeting pursuant to clause 1.2.5 of secretarial standards on general meetings issued by the Institute of Company Secretaries of India

Name of the Director	Mangala Savla	Santosh Kadam	Govindan Kaundar
Date of Birth	30/08/1978	02/03/1988	03/05/1988
Date of first appointment	18/01/2019	09/02/2022	13/05/2022
Date of last appointment	NA	NA	NA
Qualification(s)	CS	B.COM	B.COM
Remuneration last drawn	Nil	Nil	Nil
Brief Profile	20 years in field of Company Secretariat.	10 years in the field of accounts and finance	12 years in the field of accounts and finance
Terms and conditions of appointment/re-appointment	Appointment as a non-executive director of the Company liable to retire by rotation	Appointment as a non-executive director of the Company liable to retire by rotation.	Appointment as a Whole Time Director of the Company liable to retire by rotation
Shares in the Company	NIL	NIL	NIL
Relationship with other directors/manager or key managerial personnel	None	None	None
Number of Directorship in other Companies	3	6	7
Membership of Committees across companies	NIL	NIL	NIL
No. of Board meetings attended during the FY 2021-2022	7	1	NIL

FORM NO. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U74999MH2017PTC292285
Name of the Company : RELIANCE MEDIAWORKS FINANCIAL SERVICES PRIVATE LIMITED
Regd. Office : Floor 6, Plot-90, 8, Manek Mahal, Veer Nariman Road,
Churchgate, Mumbai- 400020
Email : rmwlinvestor@gmail.com
Phone :

Name of the Member(s)	
Registered Address	
Email Id:	
Folio No.	

I / We, being the Member(s) of shares of the above-named Company, hereby appoint:

1. (Name): _____ Address: _____
_____ E-Mail ID _____ Signature _____ or
failing him/her;
2. (Name): _____ Address: _____
_____ E-Mail ID _____ Signature _____ or
failing him/her;
3. (Name): _____ Address: _____
_____ E-Mail ID _____ Signature _____ or
failing him/her;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Friday, 30th September, 2022 at 05.30 P.M. at the Registered Office of the Company, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Business:			
1.	To consider and adopt the audited financial statements of the Company consisting of Balance Sheet as at March 31, 2022, the statement of profit and loss, Cash flow statement for the year ended on that date and the explanatory notes annexed to, and forming part of, any of the said documents together with the reports of Board of Directors and Auditors thereon;		
2.	To consider and appoint Mrs. Mangala Sachin Savla (DIN:08261024) as Director of the Company who retires by rotation and being eligible offers herself for re-appointment.		
Special Business			
3.	To exempt Statutory Auditor from attending General Meetings		
4.	To approve the appointment of Mr. Santosh Arjun Kadam (DIN: 09481876) as a Non-Executive Director		
5.	To approve the appointment of Mr. Govindan Kaundar (DIN: 09481171) as Whole Time Director (WTD) of the Company.		

Signed this ____ day of _____, 2022

Please affix the
Revenue
Stamp of Re.1

Signature of the Shareholder _____

Signature of Proxy holder(s) _____

Note:

(1) This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 (forty-eight) hours before the commencement of the meeting.

(2) A Proxy need not be a member of the Company. A person can act as a proxy on behalf of a member or members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

ATTENDANCE SLIP

ANNUAL GENERAL MEETING HELD ON FRIDAY, 30th SEPTEMBER, 2022 AT 05.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY:

Name in (BLOCK LETTERS)	
Address	
Registered Folio/DP ID & Client ID	
Shareholder/Proxy/Authorised Representative	
Mobile no. & Email ID	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on Friday, 30th September, 2022 at 05.30 P.M. at the Registered office of the Company.

(Signature of Shareholder/Proxy/Authorised Representative)

ROUTE MAP

